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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re:

ORGANIC AVENUE LLC,  
  
Debtor.

Chapter 7  
15-12787 (REG)

-----X  
  
APPLICATION, WITH SUPPORTING DECLARATION, FOR ENTRY OF AN  
ORDER SHORTENING TIME FOR NOTICE WITH RESPECT TO CHAPTER  
7 TRUSTEE'S MOTION, PURSUANT TO 11 U.S.C. §§ 105, 363 AND 365,  
SEEKING ENTRY OF AN ORDER AUTHORIZING THE TRUSTEE TO  
DESIGNATE ARROW EQUITY FUND LLC AS STALKING HORSE BIDDER  
AND APPROVING BREAK-UP FEE AND BID PROTECTIONS

TO THE HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE:

Jil Mazer-Marino, the chapter 7 trustee (the "Trustee") for the above-captioned chapter 7 debtor (the "Debtor"), by this application (the "Application To Shorten Time") seeks entry of an order, pursuant to Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 9077-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), for entry of an order shortening time with respect to the *Chapter 7 Trustee's Motion, Pursuant To 11 U.S.C. §§*

*105, 363 And 365 Seeking Entry Of An Order Authorizing The Trustee To Designate Arrow Equity Fund LLC As Stalking Horse Bidder And Approving Break-Up Fee And Bid Protections* (the “**Stalking Horse Motion**”). In support of the Application to Shorten Time, the Trustee respectfully sets forth as follows:

**GROUND FOR THE STALKING HORSE MOTION  
TO BE HEARD ON SHORTENED NOTICE**

1. The Debtor filed a voluntary petition for relief under chapter 7 on October 15, 2015. The Debtor was in the business of producing and retailing “grab and go” organic or all natural juices, cleanses, and food items. The Debtor produced its products at its commissary located in Long Island City, New York and sold its products at retail boutiques in prime Manhattan locations that operated under the name Organic Avenue. The Debtor leases the commissary space and the retail locations.

2. Since her appointment, the Trustee has moved aggressively to establish a marketing and sale procedure for the Debtor’s leases, machinery, equipment, intellectual property, and other assets. To that end, by November 5, 2015, the Trustee had obtained Bankruptcy Court approval of her retention of a sales and marketing agent to manage the sale of the Debtor’s leases, intellectual property and other assets, her retention of an auctioneer to conduct an on-line auction of the Debtor’s machinery and equipment, and bid procedures (the “**Bid Procedures**”) for the conduct of both a live and on-line auction.

3. The Trustee believes that the Debtor’s assets can be valuable and generate a distribution for creditors. However, the administrative rent for the Debtor’s leased premises is burdensome. If the sale of the Debtor’s assets is not completed by the end of November, the estate will incur administrative rent claims for December, diminishing any benefit from a sale of assets. Therefore, under the Bid Procedures, the Trustee proposed a very short timeframe to

market the assets and to conduct the auctions. In that regard, the bid-deadline for the live auction is November 18, 2015 and the live auction itself is scheduled to take place on November 20, 2015.

4. Notwithstanding the very short marketing period, the Trustee received a stalking horse bid from Arrow Equity Fund LLC in the amount of \$1,630,000.00. As set forth more fully in the Stalking Horse Motion, the Trustee believes this stalking horse bid is beneficial to the Debtor's estate in that it will assist the Trustee to maximize the value of the Debtor's assets.

5. In order for the Trustee to avail herself of the benefits of the stalking horse bid, the Trustee must obtain approval of the Break-Up Fee and other bid protections prior to the auction. Therefore, the Trustee respectfully requests that this Court schedule the hearing on the Stalking Horse Motion for **November, 17, 2015**.

#### **NOTICE**

6. Notice of this Application has been given to (i) the Debtor's counsel (ii) the Office of the United States Trustee; and (iii) parties that have filed a notice of appearance in this case. The Trustee submits that, under the circumstances, no other or further notice is required.

7. No prior request for the relief sought herein has been made to this or any other Court.

**CONCLUSION**

**WHEREFORE**, the Trustee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit 1, scheduling an expedited hearing on the Stalking Horse Motion on shortened notice, granting the relief requested herein and granting the Trustee such other and further relief as may be just and proper.

**Dated: Garden City, New York  
November 16, 2015**

**MEYER, SUOZZI, ENGLISH & KLEIN, P.C.**

**By: /s/ Jil Mazer-Marino  
Jil Mazer-Marino, Esq.  
Howard B. Kleinberg, Esq.  
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Garden City, New York 11530  
Tel: (516) 741-6565**

**DECLARATION**

**JIL MAZER-MARINO**, pursuant to 28 U.S.C. § 1746, declares that the foregoing is true and correct to the best of my knowledge, under penalty of perjury:

Executed this 16<sup>th</sup> day of November, 2015,  
at Garden City, New York

*Jil Mazer-Marino*

# EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X

**In re:**

**ORGANIC AVENUE LLC,**

**Chapter 7**

**15-12787 (REG)**

**Debtor.**

-----X

**ORDER SCHEDULING EXPEDITED HEARING ON SHORTENED  
NOTICE FOR CHAPTER 7 TRUSTEE'S MOTION, PURSUANT TO 11  
U.S.C. §§ 105, 363 AND 365, SEEKING ENTRY OF AN ORDER  
AUTHORIZING THE TRUSTEE TO DESIGNATE ARROW EQUITY  
FUND LLC AS STALKING HORSE BIDDER AND APPROVING BREAK-  
UP FEE AND BID PROTECTIONS**

Upon the application (the "**Application To Shorten Time**") of Jil Mazer-Marino, the chapter 7 trustee (the "**Trustee**") for the above-captioned chapter 7 debtor (the "**Debtor**"), for entry of an order, pursuant to Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Rule 9077-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), shortening time with respect to the *Chapter 7 Trustee's Motion, Pursuant To 11 U.S.C. §§ 105, 363 And 365 Seeking Entry Of An Order Authorizing The Trustee To Designate Arrow Equity Fund LLC As Stalking Horse Bidder And Approving Break-Up Fee And Bid Protections* (the "**Stalking Horse Motion**"); and the Court having jurisdiction to consider the Application To Shorten Time and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application To Shorten Time having been provided to the office of the United States Trustee and counsel for the Debtor and all parties that filed a notice of appearance in this case; and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Application To Shorten Time establish just cause for the relief

granted herein; and it appearing that the relief requested is in the best interests of the Debtor's estate, creditors, and parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application To Shorten Time is GRANTED as provided herein.
2. Pursuant to Bankruptcy Rule 9006(c)(1) and Local Rule 9077-1, applicable notice and objection periods for the hearing on the Stalking Horse Motion are shortened as set forth herein.
3. A hearing (the "**Hearing**") to consider the Stalking Horse Motion is hereby scheduled for November \_\_, 2015 at \_\_\_\_\_ :\_\_ .m. (Eastern Time) at the United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York, before the Honorable Robert E. Gerber, Courtroom 523.
4. Any objections to the Stalking Horse Motion may be made at the Hearing.
5. The Trustee is directed to serve a copy of this Order and the Stalking Horse Motion by overnight mail and email upon the parties who have filed a Notice of Appearance, and the attorney for the Debtor and by overnight mail and facsimile on the Office of the United States Trustee, on or before November \_\_, 2015.

Dated: New York, New York  
November \_\_, 2015

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HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY JUDGE